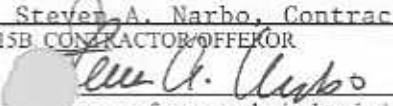
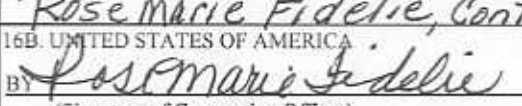


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				I. CONTRACT ID CODE 0	PAGE OF PAGES 1 2
2. AMENDMENT/MODIFICATION NO. A00059		3. EFFECTIVE DATE 03-Jun-2002		4. REQUISITION/PURCHASE REQ. NO.	
5. PROJECT NO. (If applicable)					
6. ADMINISTERED BY (If other than item 6) CODE					
ED BY ONS/LGC (ROSEMARIE FIDELIE, CONTRACTING OFFICER) ROSEMARIE.FIDELIE@SHEPPARD.AF.MIL, 136 K AVE, SUITE 1, BLDG 1664 SHEPPARD AFB, TX 76311-2746		7. ADMINISTERED BY (If other than item 6) CODE See Item 6			
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) RAYTHEON AEROSPACE COMPANY 555 INDUSTRIAL DRIVE SOUTH MADISON, MS 39110 CODE 1P066 FACILITY CODE				9A. AMENDMENT OF SOLICITATION NO. 9B. DATED (SEE ITEM 11) X 10A. MOD. OF CONTRACT/ORDER NO. F41689-97-C-0509 10B. DATED (SEE ITEM 13) X 09-Mar-2001	
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended. <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the document; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN THE REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.					
12. ACCOUNTING AND APPROPRIATION DATA (If required) See Schedule					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52-243-1, Changes Fixed-Price Alt 1					
D. OTHER (Specify type of modification and authority)					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return _____ copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) The purpose of this modification is to provide an equitable adjustment for the addition of a wheel & tire shop and a 3rd shift to the Grounded Aerospace Equipment (AGE) section.					
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
15A. NAME AND TITLE OF SIGNER (Type or print) Steven A. Narbo, Contract Manager		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Rosemarie Fidelie, Contracting Officer			
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		15C. DATE SIGNED 19 June 02		16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	
				16C. DATE SIGNED 19 Jun 02	
EXCEPTION TO SF 30 APPROVED BY OIRM 11-84 <div style="text-align: center;">30-105-04</div> <div style="text-align: right;">STANDARD FORM 30 (Rev. 10-83) Prescribed by GSA FAR (48 CFR) 53.243</div>					

CONTINUATION SHEET	REFERENCE NO. OF DOCUMENT BEING CONTINUED	PAGE
	F41689-97-C-0509-A00059	2 OF 2
NAME OF OFFEROR OR CONTRACTOR RAYTHEON AEROSPACE COMPANY		

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

F41689-97C-0509 A00059 F73LGM20240100

14A. The purpose of this modification is to provide for an equitable adjustment for the additional workload to operate and maintain a wheel and tire shop on Sheppard AFB TX. Also, to establish a 3rd shift in support of the twenty-four hour manning necessary in the Aerospace Grounded Equipment (AGE) section to satisfy training requirements at Sheppard AFB TX.

(a) Telephone negotiations for both of the above items were held on 9 May 2002. As a result of those negotiations the following SubCLIN's will be modified to include their aggregate increases:

(b) SubCLIN 5002AA is increased in the amount of \$96,441.08 changing the SubCLIN from \$3,714,450.07 to \$3,810,891.15. The Accounting Classification and Appropriation for this action is:
5723400 302 6444 44212U 030000 56922 000000 660700 FX3020

(c) CLIN 6002 is increased in the amount of \$291,503.16, which is subject to the exercise of option clause and availability of funds clause.

14B. Standard Form 1447 is hereby changed from "Estimated \$35,043,446.78 to \$35,141,587.86 an increase of \$96,441.08.

14C. The following contract pages have been revised and are provided with this modification as replacement pages as indicated below:

Delete Pages

8 of 63
12D of 63

Insert Pages

8 of 63
12 D of 63

14E. No other changes are either expressed or implied.

SECTION B

SUPPLIES AND SERVICES TO BE PERFORMED: Contractor shall provide trainer and equipment maintenance services to support the Technical Training Center located at Sheppard AFB, TX to include satellite maintenance activities in accordance with Section C, Performance Work Statement.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
5001	Reserved * FFP NSN J015-00-TRA-INER		Each	\$	\$
5002	Fifth Option Period (01 Apr 02 thru 30 Sep 02) FPI – The offeror shall submit the proposed total pricing arrangement below based on the projected transfer dated identified in the workcenter bid schedule. NSN J015-00-TRA-INER				
	TARGET COST			\$	
	TARGET PROFIT			\$	
	TOTAL TARGET PRICE			\$	
	CEILING PRICE			\$	
	SHARE RATIO ABOVE TARGET				
	SHARE RATIO BELOW TARGET				
5002AA	Fifth Option Period (01 Apr 02 thru 30 Sep 02) FPI – The offeror shall submit the proposed total pricing arrangement below based on the projected transfer dated identified in the workcenter bid schedule. NSN J015-00-TRA-INER MILSTRIP F73LGM20240101 PURCHASE REQUEST NUMBER F73LGM202401				
				TARGET COST	\$3,594,475.88
				TARGET PROFIT	\$ 216,415.27
				TOTAL TARGET PRICE	\$3,810,891.15
				CEILING PRICE	\$3,810,891.15
				SHARE RATIO ABOVE TARGET	0/100
				SHARE RATIO BELOW TARGET	30/70
	ACRN AA Funded Amount				\$3,810,891.15

SECTION B

SUPPLIES AND SERVICES TO BE PERFORMED: Contractor shall provide trainer and equipment maintenance services to support the Technical Training Center located at Sheppard AFB, TX to include satellite maintenance activities in accordance with Section C, Performance Work Statement.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
6001	Reserved * FFP NSN J015-00-TRA-INER		Each	\$	\$
6002	Sixth Option Period (01 Oct 2002 thru 30 Sep 03) FPI - The offeror shall submit the proposed total pricing arrangement below based on the projected transfer dated identified in the workcenter bid schedule. NSN J015-00-TRA-INER				
	TARGET COST			\$7,363,417.59	
	TARGET PROFIT (6.00%)			<u>\$ 440,390.62</u>	
	TOTAL TARGET PRICE (106.00%)			\$7,803,808.21	
	CEILING PRICE (106.00%)			\$7,803,808.21	
	SHARE FORMULAS:			GOVERNMENT/CONTRACTOR	
	SHARE RATIO ABOVE TARGET			0/100	
	SHARE RATIO BELOW TARGET			70/30	
				TARGET COST	\$7,363,417.59
				TARGET PROFIT	<u>\$ 440,390.62</u>
				TOTAL TARGET PRICE	\$7,803,808.21
				CEILING PRICE	\$7,803,808.21
				SHARE RATIO ABOVE TARGET	0/100
				SHARE RATIO BELOW TARGET	30/70
6003	Reimbursable Travel	1.00	Each	\$40,000.00	\$40,000.00 NTE

(Cost reimbursement basis only. No overhead or profit will be paid in support of this CLIN. Rates shall not exceed those established in the Joint Travel Regulations - in effect at the time of travel - for both per diem and travel expenses - IAW Section Section H-901) NOTE: If, at the convenience of the Government it is determined to be more cost effective for a commercial instructor to travel to Sheppard Air Force Base or any one of the other sites on contract to conduct training on new equipment/systems reimbursement will be made from Reimbursable Travel CLIN. The Contractor shall purchase training, at their expense and request reimbursement from the Government under the Reimbursable Travel CLIN.

Estimated Cost \$40,000.00

OPTION PERIOD FOUR FY 02A
 (1 October 2001 through 31 March 2002)

MOD #	CLIN	ACCOUNTING & ACCOUNTING AND APPROPRIATION DATA	AMOUNT
A00050	4002	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 3,635,685.40
A00050	4002	5723400 302 6444 B9210E 030000 56922 00000 660700 FX3020	\$ 30,000.00
A00050	4003	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 20,000.00
A00050	4005	5723400 302 6444 B9210E 030000 56922 00000 660700 FX3020	\$ 10,000.00
A00050	4006	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 12,668.65
A00050	4007	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 16,566.71
A00050	4008	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 120,000.00
A00050	4009	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 78,000.00
A00050	4010	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 190,017.02
A00054	4002	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 4,147.26
A00058	4003	5723400 302 6444 4421AU 030000 56922 00000 660700 FX3020	\$ 1,700.00
			\$ 4,118,785.04
			\$ 30,853,444.33

OPTION PERIOD FIVE FY 02B
 (1 April 2002 through 30 September 2002)

MOD #	CLIN	ACCOUNTING & ACCOUNTING AND APPROPRIATION DATA	AMOUNT
A00055	5002	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 3,714,450.07
A00055	5002	5723400 302 6444 B9210E 030000 56922 00000 660700 FX3020	\$ 30,000.00
A00055	5003	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 20,000.00
A00055	5005	5723400 302 6444 B9210E 030000 56922 00000 660700 FX3020	\$ 10,000.00
A00055	5006	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 12,668.65
A00055	5007	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 16,566.71
A00055	5008	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 120,000.00
A00055	5009	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 78,000.00
A00055	5010	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 190,017.02
A00059	5002	5723400 302 6444 44212U 030000 56922 00000 660700 FX3020	\$ 96,441.08
			\$ 4,288,143.53
			\$ 35,141,587.86